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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	<b>Case No. 18-23538 (RDD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
-----	X	

**CERTIFICATE OF NO OBJECTION  
PURSUANT TO 28 U.S.C. § 1746 REGARDING DEBTORS'  
FIFTEENTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY)**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On March 31, 2020, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Fifteenth Omnibus Objection to Claims (No Liability)* (ECF No. 7541) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for May 5, 2020, at 4:00 p.m. (Prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. Prior to the Response Deadline, Debtors were contacted informally by certain parties subject to the Omnibus Objection (the "**Additional Parties**") who requested an extension of the Response Deadline. The Debtors agreed to extend the Response Deadline for the Additional Parties to May 12, 2020, at 4:00 p.m (Prevailing Eastern Time) (the "**Extended Response Deadline**").

4. Both the Response Deadline and the Extended Response Deadline have now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** (the "**No Liability Landlord Claims**") to the proposed order granting the relief requested in the

Omnibus Objection (the “**Proposed Order**”), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors. A redline of the proposed order marked against the version filed with the Omnibus Objection is annexed hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: May 13, 2020  
New York, New York

/s/ Garrett A. Fail

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*Attorneys for Debtors*

*and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **CHAPTER 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
-----X

**ORDER GRANTING DEBTORS' FIFTEENTH OMNIBUS OBJECTION TO CLAIMS  
(NO LIABILITY LANDLORD CLAIMS)**

Upon the *Debtors' Fifteenth Omnibus Objection to Claims (No Liability Landlord Claims)*, filed March 31, 2020 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) disallowing and expunging the No Liability Landlord Claims (as defined below), and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Claim listed on **Exhibit 1** annexed hereto (the “**No Liability Landlord Claims**”) is disallowed and expunged in its entirety from the Debtors’ claims register.
3. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the No Liability Landlord Claims listed on **Exhibit 1** hereto, as to which all of Transform’s rights and defenses are expressly reserved

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2020  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**



**Debtors' Fifteenth Omnibus Objection  
Exhibit 1 - No Liability Landlord Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of No Liability Landlord Claims						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount to be Expunged	Reason for Disallowance and Expungement
1.	Boynton Beach Mall LLC	15325	182353801013623	\$97,139.57	\$97,139.57	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
2.	BRE/Pearlridge LLC	16325	182353801018164	\$419,385.31	\$419,385.31	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
3.	Cheddars Casual Café, Inc.	17478	182353801018503	\$30,000.00	\$30,000.00	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
4.	Ebenhoeh US Real Estate Holdings, LP	14050 & 13955	182353801018461	\$31,515.61	\$31,515.61	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
5.	Glimcher MJM, LLC	15850	182353801018147	\$27,674.32	\$27,674.32	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
6.	GNP Partners	6463	182353801018088	\$23,642.43	\$23,642.43	The Claim refers to expenses due following the Lease Rejection Date, and thus is not an assertible Administrative Expense Claim
7.	Golden Arches Realty Operations, Inc.	N/A	182353801043500	\$0.00	\$0.00	This Claim is superseded by the claim filed by McDonald's Real Estate Company (Ballot ID 182353801040465)
8.	Gray Enterprises, L.P.	17092	182353801018486	\$145,173.15	\$145,173.15	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
9.	IQ9-200 SW C Ave, LLC	20455	182353801018197	\$20,844.97	\$20,844.97	The Claims refer to lease rejection damages and expenses following the Lease Rejection Dates, and thus are not an assertible Administrative Expense Claim
10.	KM of Butte, Montana, LP	8473	182353801018108	\$23,259.97	\$23,259.97	The Claim refers to expenses due following the Lease Rejection Date, and thus is not an assertible Administrative Expense Claim
11.	LF2 ROCK CREEK LP	18275	182353801013645	\$53,610.37	\$53,610.37	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
12.	MISSISSIPPI DHP, LLC	18102	182353801013641	\$29,777.41	\$29,777.41	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).

**Debtors' Fifteenth Omnibus Objection  
Exhibit 1 - No Liability Landlord Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of No Liability Landlord Claims						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount to be Expunged	Reason for Disallowance and Expungement
13.	MS Portfolio, LLC	18263 & 17502 & 18008	182353801013638	\$370,881.65	\$370,881.65	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
14.	Newpark Mall, LP	17661	182353801017691	\$8,575.18	\$8,575.18	The Claims refer to lease rejection damages and expenses following the Lease Rejection Dates, and thus are not an assertible Administrative Expense Claim
15.	Orchard Plaza BC LLC	16628	182353801017697	\$18,368.89	\$18,368.89	The Claim refers to expenses due following the Lease Rejection Date, and thus is not an assertible Administrative Expense Claim
16.	Park City Center LLC	16097	182353801018156	\$131,311.84	\$131,311.84	Based on Debtors' books and records, the Debtors are not liable for the Ballot Amount
17.	Poughkeepsie Galleria LLC	11896	182353801018433	\$51,797.25	\$51,797.25	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
18.	PR JACKSONVILLE LIMITED PARTNERSHIP	19564	182353801018240	\$108,290.04	\$108,290.04	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
19.	Primestor Development, LLC	16449	182353801018172	\$29,739.38	\$29,739.38	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
20.	Regency Centers L.P (Pike Creek)	13680	182353801018452	\$69,953.90	\$69,953.90	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
21.	RPI Chesterfield LLC	16744	182353801017778	\$20,151.30	\$20,151.30	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
22.	Scotts Valley Phase II	19363	182353801013655	\$110,441.35	\$110,441.35	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
23.	Seminole Towne Center Limited Partnership	15383	182353801017692	\$8,262.28	\$8,262.28	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
24.	Sherthal, LLC	15365	182353801013626	\$24,375.65	\$24,375.65	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
25.	Shillington Plaza LLC	12875	182353801018101	\$29,116.50	\$29,116.50	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).

**Debtors' Fifteenth Omnibus Objection  
Exhibit 1 - No Liability Landlord Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of No Liability Landlord Claims						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount to be Expunged	Reason for Disallowance and Expungement
26.	Southpark Mall LLC	15120	182353801017676	\$7,693.52	\$7,693.52	The Claim refers to expenses due following the Lease Rejection Date, and thus is not an assertible Administrative Expense Claim
27.	SWZ LLC f/k/a SWZ Partners, LLC	17820	182353801018520	\$145,131.83	\$145,131.83	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
28.	Times Square Joint Venture, LLP	15265	182353801013622	\$80,245.12	\$80,245.12	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
29.	U.S. Bank, National Association as Trustee, Successor-in-interest to Bank of America, N.A., as Trustee, Successor-by-merger to LaSalle Bank National Association, as Trustee for Morgan Stanley Capital	17012 & 19568 & 20454	182353801017807	\$128,634.51	\$128,634.51	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).
30.	VCG Whitney Field LLC	17620	182353801018512	\$21,145.04	\$21,145.04	The Ballot Amount relates to a lease assumed and assigned by Transform Holdco LLC and is an untimely cure claim barred under the assumption and assignment order entered 5/13/19 (ECF No. 3850).

**Exhibit B**

**Redline**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **CHAPTER 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
-----X

**ORDER GRANTING DEBTORS' FIFTEENTH OMNIBUS OBJECTION TO CLAIMS  
(NO LIABILITY LANDLORD CLAIMS)**

Upon the *Debtors' Fifteenth Omnibus Objection to Claims (No Liability Landlord Claims)*, filed March 31, 2020 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) disallowing and expunging the No Liability Landlord Claims (as defined below), and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; ~~and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on May 14, 2020 (the “Hearing”); and upon the record of the Hearing,~~ and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Claim listed on **Exhibit 1** annexed hereto (the “**No Liability Landlord Claims**”) is disallowed and expunged in its entirety from the Debtors’ claims register.
3. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the No Liability Landlord Claims listed on **Exhibit 1** hereto, as to which all of Transform’s rights and defenses are expressly reserved

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2020  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE